

U.S. BANKRUPTCY COURT
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JAMES J. WALDRON

BY: 
DEPUTY CLERK

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Debtors.

Case No. 08-14631 (GMB)
(Jointly Administered)

Judge: Gloria M. Burns

Chapter: 11

**ORDER (i) APPROVING THE JOINT DISCLOSURE STATEMENT FOR THE THIRD
AMENDED JOINT PLAN OF REORGANIZATION
(ii) APPROVING FORM AND MANNER OF SOLICITATION PACKAGES
(iii) APPROVING THE FORM AND MANNER OF NOTICE OF THE CONFIRMATION
HEARING; (iv) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES
FOR DISTRIBUTION OF SOLICITATION PACKAGES; (v) APPROVING FORMS OF
BALLOTS; (vi) ESTABLISHING DEADLINE FOR RECEIPT OF BALLOTS; (vii)
APPROVING PROCEDURES FOR VOTE TABULATIONS; (viii) ESTABLISHING
DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO
CONFIRMATION OF THE PLAN; AND (ix) GRANTING RELATED RELIEF**

The relief set forth on pages two (2) through eighteen (18) is hereby **ORDERED**

5/23/08

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Page 2

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

Upon consideration of the Joint Disclosure Statement for the Debtors' Third Amended Joint Plan of Reorganization filed on May 22, 2008 (the "Disclosure Statement")¹ by the above-captioned debtors and debtors in possession (the "Debtors"), and any objections to the approval thereof, the Court having conducted a hearing to consider the Disclosure Statement on May 23, 2008 (the "May 23 Hearing"), and for the reasons stated on the record at the May 23 Hearing and for other good cause, THE COURT HEREBY FINDS AND DETERMINES THAT:

A. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

B. The ballots attached to this Order as Exhibits D1 through D5 (the "Ballots") are sufficiently consistent with Official Form No. 14, adequately address the particular needs of these Chapter 11 Cases, and are appropriate for each class of Claims or Interests entitled, under the Plan, to vote to accept or reject the Plan.

C. Ballots need not be provided to holders of Claims in Class 1 (Other Priority Claims), Class 2 (Secured Real Estate Claims), Class 3 (Arch Acquisition DIP Claim), Class 4 (CIT DIP Claim), Class 8 (Miscellaneous Secured Claims), or Class 11 and 12 Interests. The Plan provides that holders of Claims in Classes 1 through 4, and 8, and holders of Interests in Class 12 are Unimpaired under the Plan, conclusively presumed to have accepted the Plan under

¹ Unless otherwise defined in herein, all capitalized terms shall have the respective meanings ascribed to them in the Plan.

Page 3

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

the Bankruptcy Code, and thus are not entitled to vote to accept or reject the Plan. The Plan further provides that holders of Interests in Class 11 are Impaired under the Plan, shall neither receive nor retain any property under the Plan on account of such Interests, and thus are deemed to have rejected the Plan and are not entitled to vote to accept or reject the Plan.

D. The contents of the Solicitation Packages (defined below), and the Confirmation Hearing Notice (defined below) as set forth in this Order, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties including, without limitation, holders of Claims against, and Interests in the Debtors.

E. The combination of direct and publication notice of the Plan and Confirmation Hearing, as set forth in this Order, satisfies the requirements of due process with respect to all known and unknown creditors of the Debtors and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. Disposition. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code.

2. All objections and responses to the Disclosure Statement are resolved in accordance with the terms of this Order and as set forth in the record of the May 23 Hearing and to the extent any such objection or response was not otherwise withdrawn, waived, or settled, it is overruled and denied (including all relief requested therein).

Page 4

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

3. Record Date. The record date (the "Record Date") for purposes of determining which holders of Claims and Interests are entitled to receive the Solicitation Packages, the Rejecting Class Notice (defined below) and/or Ballots to vote on the Plan, as applicable, shall be the date of the entry of this Order. If the Debtors do not file and serve an objection to a Proof of Claim, the holder of that Claim shall be entitled to vote to accept or reject the Plan in the amount of such Claim as is held as of the Record Date. Subject to a claimant's right to seek relief under Bankruptcy Rule 3018 as provided for in paragraphs 23 and 24 of this Order, if the Debtors file and serve an objection to a Proof of Claim, the holder of that Claim shall only be entitled to vote to accept or reject the Plan in the amount and Class to which the Debtors seek to reduce and/or reclassify that Claim or as otherwise ordered by the Court.

4. Solicitation Packages. The "Solicitation Commencement Date" shall be the date of the entry of this Order. The Debtors are authorized and directed to distribute, or cause to be distributed the "Solicitation Packages," by first class mail to all holders, as of the Record Date, of Claims in Classes 1 through 12 containing copies of:

- a. the Disclosure Statement, together with the Plan and other exhibits attached thereto;
- b. this Order, excluding exhibits;
- c. the Confirmation Hearing Notice (attached hereto as Exhibit A);
- d. either:

within five (5) business days of entry of this Order

Page 5

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

(i). a Ballot, together with a return envelope or

(ii). a notice of non-voting status; and

e. such other materials as the Court may direct or approve, including supplemental solicitation materials that the Debtors may file with the Court.

5. To the extent that the following parties would not receive a Solicitation Package pursuant to this Order, the Debtors are authorized and directed to distribute, or cause to be distributed, on or as soon as reasonably practicable after the Solicitation Commencement Date, the following documents to the following parties: (a) the Disclosure Statement, together with the Plan and other exhibits attached thereto, (b) this Order, excluding exhibits, and (c) the Confirmation Hearing Notice to: (i) the United States Trustee, (ii) holders of Administrative Claims and Priority Tax Claims, and (iii) those parties requesting notice pursuant to Bankruptcy Rule 2002.

6. To the extent a party is listed on any of the Debtors' matrices and is not receiving a Solicitation Package under paragraph 4 or 5 above, the Debtors shall serve only the Confirmation Hearing Notice on these parties. Any party who does not receive a Solicitation Package and wishes to do so, may obtain a Solicitation Package by contacting the Voting Agent as indicated in paragraph 9 of the Confirmation Hearing Notice.

7. A transferee of a Claim shall be entitled to receive a Solicitation Package and cast a Ballot on account of the transferred Claim only if: (a) all actions necessary to effect the

Page 6

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date; or (b) the transferee files, no later than the Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence that transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the transferor has completed a Ballot, the transferee of such Claim shall also be bound by any vote (and the consequences thereof) made on the Ballot by the holder as of the Record Date of such transferred Claim.

8. If a Claim is transferred after the transferor has completed and returned a Ballot, the transferee of such Claim shall be bound by any vote (and the consequences thereof) made on the Ballot by the holder as of the Record Date of such transferred Claim.

9. Delivery to Holders of Unimpaired Claims and Interests. The Unimpaired Notice of Non-Voting Status, substantially in the form attached hereto as Exhibit B, is hereby approved. The Debtors shall distribute Solicitation Packages, which shall include an Unimpaired Notice of Non-Voting Status, to holders, as of the Record Date, of Claims in Class 1 (Other Priority Claims), Class 2 (Miscellaneous Secured Claims), Class 3 (Arch Acquisition DIP Claim), Class 4 (CIT DIP Claim) and Class 8 (Miscellaneous Secured Claims) and Interests in Class 12.

10. Notices to Deemed Rejecting Class. The Rejecting Class Notice, substantially in the form attached hereto as Exhibit C, is hereby approved. The Debtors shall distribute

Page 7

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

Solicitation Packages, which shall include the Rejecting Class Notice, to holders, as of the Record Date, of Claims in Class 11 (Ben Interests).

11. Undeliverable or Returned Solicitation Packages. If after reviewing the bankruptcy schedules and filed proofs of claim and after making good faith efforts to locate an accurate, complete address, for any entity, the Debtors cannot do so, the Debtors are excused from distributing Solicitation Packages to that entity.

12. If the Debtors send Solicitation Packages which are deemed undeliverable and returned to them, and, after reviewing the bankruptcy schedules and filed proofs of claim and after making good faith efforts to locate an accurate, complete address, for any entity, the Debtors cannot obtain more current addresses, the Debtors are excused from attempting to re-deliver Solicitation Packages.

13. Approval of Ballots, Distribution Thereof. The Ballots, substantially in the forms, annexed hereto as Exhibits D1 through D5, are hereby approved.

14. Each Ballot shall include the name, address, amount, and Class of each Claim or Interest asserted by each respective holder of a Claim or Interest in any of Classes 5, 6, 7, 9 and 10. Except as otherwise provided by an order of the Court, the amount and Class of any such Claim or Interest shall be determined by Claims Agent as follows: (i) if the Claim or Interest has been Allowed by an Order of the Court, the amount and Class of the Allowed Claim; (ii) if a

Page 8

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

Claim or Interest is subject to a pending objection, the amount and Class to which the Debtors seek to reduce and/or reclassify the Claim or Interest in that objection; (iii) if subsections (i) and (ii) are inapplicable and if the holder of such Claim or Interest filed a Proof of Claim, the amount and Class of such Claim or Interest as asserted in that Proof of Claim; and (iv) if the holder of such Claim or Interest has not filed a Proof of Claim, the amount and Class of such Claim or Interest as identified in the Debtors' Schedules of Liabilities, provided, however, that such Claim or Interest is not identified as contingent, unliquidated, or disputed and if such Claim is so identified, the holder of such Claim or Interest shall not be entitled to vote on the Plan.

15. If a Proof of Claim identifies a Claim or Interest as contingent, unliquidated, or disputed, or if a Proof of Claim is deemed disputed under the Plan, such Claim or Interest shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00.

16. Upon written request (via facsimile, electronic mail or United States mail to the addresses identified in paragraph 22 of this Solicitation Order) from a holder of a Claim in any of Classes 5, 6, 7, 9 and 10 in which such holder requests a Ballot, the Debtors or Claims Agent shall provide a Ballot to such requesting party within three Business Days from receipt of such request.

Page 9

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

17. ~~A creditor that has more than one Claim against the Debtors in any particular Class shall receive (i) only one Solicitation Package; and (ii) one Ballot for each Class in which it holds Claims against the Debtors.~~ *Intentionally Omitted*

18. Solicitation Packages, which shall include Ballots, shall be distributed to holders, as of the Record Date, of Claims or Interests in Classes 5, 6, 7, 9 and 10 which are designated under the Plan as classes entitled to vote to accept or reject the Plan.

19. The Solicitation Package and the manner of service of the Solicitation Package satisfy the requirements of Bankruptcy Rule 3017(d).

20. Voting Deadline. For a Ballot to be counted, it must: (a) contain an original signature, (b) be fully completed, and (c) be received by Epiq Bankruptcy Solutions, LLC (the "Voting Agent") (at the addresses identified in paragraph 22 of this Order) on or before **June 27, 2008 at 4:00 p.m. (Eastern Time)** (the "Voting Deadline"), unless the Voting Deadline is extended by the Debtors in consultation with the Committee.

21. Ballot Tabulation. All original Ballots must be delivered to the Voting Agent by (a) first class mail postage prepaid in the return envelope provided with the Ballot, addressed to Shapes/Arch Holdings, L.L.C., Ballot Processing Center, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5112, New York, New York 10150-5112, or (b) personal delivery or overnight courier to Shapes/Arch Holdings, L.L.C., Ballot Processing Center, c/o Epiq

Page 10

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017. Any late, non-conforming or modified ballots received by the Voting Agent will be noted in the ballot certification.

22. To the extent that the Debtors have filed an objection to any claim (as defined in section 101(5) of the Bankruptcy Code) solely for Plan voting purposes by filing a determination motion (the "Determination Motion") on or before June 20, 2008, the Court will conduct a hearing on any Determination Motion at the Confirmation Hearing or such earlier time as may be scheduled by the Court. If a Determination Motion is filed, the ruling by the Court on the Determination Motion shall be considered a ruling with respect to the allowance of the claim(s) under Bankruptcy Rule 3018 and such claim(s) shall be counted, for voting purposes only, in the Class and amount determined by the Court. The filing of a Determination Motion or a ruling by the Court thereon, shall not affect the right of Debtors, the Reorganized Debtors or the Class 10 Liquidation Trustee upon and after the Effective Date of the Plan, to later object to such claim(s) for any other purposes, including distribution under the Plan. Responses, if any, to the Determination Motion shall be filed no later than seven (7) days prior to the hearing on the Determination Motion.

23. If, for purposes of voting on the Plan, (a) any party wishes to have its Claim allowed in a manner that is inconsistent with the Ballot it received; or (b) any party that did not receive a Ballot wishes to have its Claim temporarily allowed (for voting purposes only), such

Page 11

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

party must file, with the Bankruptcy Court, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (a "3018 Motion"), and serve the 3018 Motion on the parties identified at the address set forth in paragraph 31 of this Order, on or before **June 20, 2008 at 4:00 p.m. (Eastern Time)**. A 3018 Motion must set forth with particularity the amount and Class of its claim(s) that should be allowed for voting purposes, and the evidence in support of such Claim.

24. In respect of any timely-filed 3018 Motion, the Ballot in question shall be counted in the amount and Class (a) agreed to by the Debtors and the creditor;^{or} (b) allowed (for voting purposes) pursuant to an Order of the Court, ~~if~~ such Order is entered on or before the Voting Deadline; or (c) set forth on the pre-printed Ballot if such Order is not entered on or before the Voting Deadline and the creditor ~~received a pre-printed Ballot~~. If such Order is not entered on or before the Voting Deadline and the creditor did not receive a pre-printed Ballot, the creditor's Ballot shall not be counted. The Court shall consider all 3018 Motions at or prior to the date for the hearing on confirmation of the Plan.

25. If a holder of ^a ~~one or more~~ Claims^{said} or Interest^{said} ~~in any of Classes 5, 6, 7, 9 or 10~~ casts two or more Ballots with respect to ~~Claims or Interest in the same class~~, the last Ballot received on or before the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior Ballots. If a holder of ^a ~~one or more~~ Claims^{said} or Interest^{said} ~~in any of Classes 5, 6, 7, 9 or 10~~ casts two or more Ballots with respect to ~~Claims or interest in the same class~~, which

Page 12

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

are received by the Voting Agent on the same day but are voted inconsistently, such Ballots will not be counted.

26. ~~Holders of multiple Claims or Interests within a particular Class must vote all of their Claims or Interest within such Class to either accept or reject the Plan and may not split their vote(s).~~ *Intentionally Omitted*

27. A holder of Claims or Interests in more than one Class under the Plan must submit a separate Ballot for each Class of Claims or Interests.

28. The following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected:

a. any ballot that is otherwise properly completed, executed, and timely returned to the Voting Agent, but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan;

b. any ballot received after the Voting Deadline, unless the Voting Deadline has been extended by the Debtors in consultation with the Committee;

c. any ballot containing a vote that this Court determines, after notice and a hearing, was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code;

Page 13

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

d. any ballot that is illegible or contains insufficient information to permit the identification of the claimant;

e. any Ballot that partially rejects and partially accepts the Plan will not be counted.

f. any ballot cast by a person or entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan;

g. any unsigned ballot, stamped signature ballot or ballot without an original signature; and

h. any ballot transmitted to the Voting Agent by facsimile or other electronic means.

29. In addition, the following voting procedures and standard assumptions shall be used in tabulating the Ballots:

a. The method of delivery of ballots to be sent to the Voting Agent is at the election and risk of each creditor, but such delivery will be deemed made only when the Ballot with an original signature is actually received by the Voting Agent.

b. If multiple ballots are received from an individual creditor with respect to the same Claims prior to the Voting Deadline, the last ballot timely received will be deemed to reflect the voter's intent and to supersede and revoke any prior ballot.

Page 14

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

c. Subject to further order of the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by the Voting Agent and the Debtors.

d. After the Voting Deadline, no vote may be withdrawn or modified without order of the Court.

e. Subject to any contrary order of the Court, the Debtors reserve the right to reject any and all ballots not proper in form.

f. Unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of ballots must be cured within such time as the Debtors (or the Court) determine, and unless otherwise ordered by the Court, delivery of such ballots will not be deemed to have been made until such irregularities have been cured or waived.

g. Neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of ballots, nor will any of them incur any liabilities for failure to provide such notification. Ballots previously furnished (and as to which any irregularities have not theretofore been cured or waived) will not be counted.

30. Except as otherwise modified by this Order, each holder of a Claim in any of Classes 5, 6, 7, 9 or 10 shall be entitled to vote the amount of such Claim as is held as of the Record Date.

Page 15

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

31. Plan Confirmation. A hearing shall be held before this Court on **July 8, 2008 at 10:00 a.m. (Eastern Time)** (the "Confirmation Hearing"), to consider confirmation of the Plan. The Confirmation Hearing may be continued from time to time by the Court without further notice.

32. In the event that the Debtors and Arch, in consultation with the Committee, decide to not pursue confirmation of the Plan and pursue a sale of substantially all of the Debtors' assets under Section 363 of the Bankruptcy Code pursuant to Section 9.1 of the Plan, the Debtors shall advise all parties who have signed confidentiality agreements during these cases of the Debtor's decision within one (1) business day after this decision is made by the Debtors. Further, the Debtors shall provide notice of the terms of any amendment to any of their collective bargaining agreements to any party that has signed a confidentiality agreement within one (1) business day after the condition relating to the collective bargaining agreement in Section 9.1(c) of the Amended Plan has been satisfied or waived.

33. Any objection to confirmation of the Plan must: (i) be made in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis and nature of any objection to the Plan; and (iv) be filed with the Court, together with proof of service, and served so that they are received on or before **June 30, 2008 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline") by the following parties:

Page 16

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

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34. The Court shall consider only timely filed written objections. All objections not timely filed and served in accordance herewith by the Objection Deadline shall be deemed overruled.

35. The forms of the Confirmation Hearing Notice attached hereto as Exhibit A is approved. The scope of Confirmation Hearing Notice is adequate and provides known claimants with good and sufficient notice of the Confirmation Hearing.

Page 17

Shapes/Arch Holdings L.L.C., et al.

Case No. 08-14631 (GMB)

Order (i) Approving the Disclosure Statement (ii) Approving Form and Manner of Solicitation Packages (iii) Approving the Form and Manner of Notice of the Confirmation Hearing; (iv) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages; (v) Approving Forms of Ballots; (vi) Establishing Deadline for Receipt of Ballots; (vii) Approving Procedures for Vote Tabulations; (viii) Establishing Deadline and Procedures for Filing Objections to Confirmation of the Plan; and (ix) Granting Related Relief

36. The form of Publication Notice attached hereto as Exhibit E is approved. The Debtors' are authorized and directed to publish the Publication Notice in The Philadelphia Inquirer, The Courier Post, and The Wall Street Journal at the earliest reasonably practicable time. The scope of Publication Notice is adequate and provides unknown claimants with good and sufficient notice of the Confirmation Hearing.

37. Service of the Solicitation Packages and other notices and documents described herein shall be adequate and sufficient and no further notice is necessary.

38. The Debtors are authorized to make any non-substantive changes to the voting procedures, Ballots, solicitation letter, Plan, Disclosure Statement, notices of non-voting status, and/or forms of mailed and published notices of the Confirmation Hearing without further order of the Court, including, without limitation changes to correct typographical, grammatical and/or formatting errors or omissions prior to the mailing to parties-in-interest.

39. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Solicitation Order without seeking further order of the Court.

40. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Solicitation Order.

EXHIBIT A

CONFIRMATION NOTICE

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
(856) 910-5075 (fax)

Attorneys for the Debtors

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et	:	FOR THE DISTRICT OF NEW JERSEY
<u>al.</u> ,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

**NOTICE OF HEARING TO CONSIDER CONFIRMATION
OF DEBTORS' CHAPTER 11 PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE THAT on May 23, 2008, the debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), filed the Debtors' Third Amended Joint Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the "Plan") and the Joint Disclosure Statement for the Debtors' Third Amended Chapter 11 Plan of Reorganization (as may be amended, the "Disclosure Statement"), respectively.

PLEASE TAKE FURTHER NOTICE THAT:

1. On May 23, 2008, the United States Bankruptcy Court for the District of New Jersey (the "Court") entered an order (the "Solicitation Order") approving the Disclosure Statement and the procedures for soliciting votes on the Plan.

2. A hearing (the "Confirmation Hearing") will be held on July 8, 2008 at 10:00 a.m. (Eastern Time) before the United States Bankruptcy Court for the District of New Jersey, 400 Cooper Street, Fourth Floor, Camden, NJ 08101, to consider confirmation of the Plan, as the same may be further amended or modified, and for such other and further relief as may be just. The Confirmation Hearing may be continued from time to time without further notice to creditors or other parties in interest, and the Plan may be modified, if necessary, in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and other applicable law, before, during, or as a result of the Confirmation Hearing, without further notice to creditors or other parties in interest.

3. If you hold a claim against any of the Debtors as of May 23, 2008 (the "Record Date") and are entitled to vote to accept or reject the Plan, you have received with this Confirmation Hearing Notice, a form of ballot and voting instructions appropriate for your claim.

For your vote to accept or reject the Plan to be counted, you must complete all required information on the ballot, execute the ballot, and return the completed ballot to the address indicated on the ballot so as to be received by Epiq Bankruptcy Services LLC (the "Voting Agent") **no later than 4:00 p.m. Eastern Time on June 27, 2008, unless such time is extended** (the "Voting Deadline").

4. Parties listed on any of the Debtors' matrices that are not addressed in paragraph 3 above have only received this Notice and not a Solicitation Package. Any party who did not receive a Solicitation Package and wishes to do so, can obtain a Solicitation Package by contacting the Voting Agent as indicated in paragraph 9 of this Notice.

5. If you have not received a form of ballot and are entitled to vote on the Plan and desire to vote on the Plan, you must request a form of ballot and voting instructions appropriate for your claim from the Voting Agent at the address set forth below and submit your ballot as set forth above by the Voting Deadline.

6. If, for purposes of voting on the Plan, (a) you wish to have your Claim allowed in a manner that is inconsistent with the Ballot you received; or (b) you did not receive a Ballot and wish to have your Claim temporarily allowed (for voting purposes only), you must file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (a "3018 Motion"), and serve the 3018 Motion on the parties identified at the addresses set forth in paragraph 31 of the Solicitation Order (the "Notice Parties"), on or before **June 20, 2008 at 4:00 p.m. (Eastern Time)**. A 3018 Motion must set forth with particularity the amount and Class of your Claim(s) that should be allowed for voting purposes, and the evidence in support of such Claim. In respect of any timely-filed 3018 Motion, the Ballot in question shall be counted in the amount and Class (a) agreed to by the Debtors and Creditor; (b) allowed (for voting purposes) pursuant to an Order of the Court. ~~such Order is entered on or before; or (c) set forth on the pre-printed Ballot if such Order is not entered on or before the Voting Deadline; and you received a pre-printed Ballot. If such Order is not entered on or before the Voting Deadline and you did not receive a pre-printed Ballot, your Ballot shall not be counted. The Court shall consider all 3018 Motions prior to the date for the Confirmation Hearing.~~ *or at or*

7. If you hold an unimpaired claim, including an unclassified claim, against the Debtors as of the Record Date, you are not entitled to vote to accept or reject the Plan.

8. Objections, if any, to confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the legal and factual basis and nature of any objection to the Plan; and (d) be filed with the United States Bankruptcy Court for the District of New Jersey, 401 Market Street, Camden, New Jersey 08101 together with proof of service, and served so as to be **RECEIVED on or before 4:00 p.m. Eastern Time on June 30, 2008** by the Notice Parties. Objections not timely filed and served in the manner set forth in the Solicitation Order shall not be considered and shall be deemed overruled.

9. The Disclosure Statement, the Plan and the Solicitation Order are on file with the Clerk of the Bankruptcy Court, 401 Market Street, Second Floor, Camden, NJ 08101 and may be examined by parties in interest by visiting the Office of the Clerk of the Bankruptcy Court during business hours. In addition, any party in interest wishing to obtain copies of the Disclosure Statement, the Plan, the Solicitation Order or other information about the solicitation procedures by visiting www.epiqsystems.com or may request such information by contacting Epiq Bankruptcy Solutions, LLC (i) by first class mail addressed to Shapes/Arch Holdings, L.L.C., c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5112, New York, New York 10150-5112; (ii) by personal delivery or overnight courier to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Street, Third Floor, New York, NY 10017, or (iii) by telephone at (646) 282-2500.

Dated: [____], 2008

Mark E. Felger
Jerrold N. Poslusny, Jr.
Cozen O'Connor
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
Telephone: 856-910-5000
Facsimile: 856-910-5075

Attorneys for the Debtors

EXHIBIT B

UNIMPAIRED NOTICE OF NON-VOTING STATUS

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
(856) 910-5075 (fax)

Attorneys for the Debtors

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et	:	FOR THE DISTRICT OF NEW JERSEY
<u>al.</u> ,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

NOTICE OF UNIMPAIRED NON-VOTING STATUS WITH RESPECT TO
UNIMPAIRED CLASSES DEEMED TO ACCEPT THE PLAN

TO: Class 1 (Other Priority Claims), Class 2 (Secured Real Estate Claims), Class 3 (Arch Acquisition DIP Claim), Class 4 (CIT DIP Claim), Class 8 (Miscellaneous Secured Claims), or Class 12 Interests

1. On May 23, 2008, the above captioned debtors and debtors-in-possession (the "Debtors"), filed the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the "Plan").

2. On May 23, 2008, the United States Bankruptcy Court for the District of New Jersey (the "Court") entered an order (the "Solicitation Order") approving the Debtors' Joint Chapter 11 Disclosure Statement for the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Disclosure Statement") and the Debtors' procedures for soliciting votes on the Plan.

3. In accordance with the terms of the Plan and the Bankruptcy Code, holders of claims in Class 1 (Other Priority Claims), Class 2 (Secured Real Estate Claims), Class 3 (Arch Acquisition DIP Claim), Class 4 (CIT DIP Claim), and Class 8 (Miscellaneous Secured Claims), and Class 12 Interests are unimpaired and, therefore, pursuant to Section 1126(f) of the Bankruptcy Code, are conclusively presumed to have accepted the Plan and are not entitled to vote on the Plan. You have been sent this notice because you have been identified as a holder of a claim in Class 1, 2, 3, 4, 8 or an Interest in Class 12. This notice and the Solicitation Package are provided to you for informational purposes only. If you have any questions regarding the status of your Claim(s) or Interests you may contact the Debtors' attorneys.

Dated: [_____, 2008]

Mark E. Felger, Esquire
Jerrold N. Poslusny, JR.
Cozen O'Connor
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
Telephone: 856-910-5000
Facsimile: 856-910-5075

Attorneys for the Debtors

EXHIBIT C

REJECTING CLASS NOTICE

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
(856) 910-5075 (fax)

Attorneys for the Debtors

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et	:	FOR THE DISTRICT OF NEW JERSEY
<u>al.</u> ,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

**NOTICE OF IMPAIRED NON-VOTING STATUS WITH RESPECT TO
IMPAIRED CLASSES DEEMED TO REJECT THE PLAN**

TO: All Holders of Class 11 Interests

1. On May 23, 2008, the above captioned debtors and debtors-in-possession (the "Debtors"), filed the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the "Plan").

2. On May 23, 2008, the United States Bankruptcy Court for the District of New Jersey (the "Court") entered an order (the "Solicitation Order") approving the Debtors' Chapter 11 Disclosure Statement For the Debtors' Third Amended Chapter 11 Plan of Reorganization (as may be amended, the "Disclosure Statement") and the Debtors' procedures for soliciting votes on the Plan.

3. In accordance with the terms of the Plan and Section 1126(g) of the Bankruptcy Code, holders of Interests in Class 11 (Ben Interests) are neither receiving nor retaining any property on account of their Interests and, therefore, are conclusively presumed to have rejected the Plan and are not entitled to vote on the Plan. You have been sent this notice because you have been identified as a holder of an Interest in Class 11 (Ben Interests) against Shapes/Arch Holdings L.L.C. This notice and the Solicitation Package are provided to you for informational purposes only. If you have any questions regarding the status of your Interest(s) you may contact the Debtors' attorneys.

Dated: [], 2008

Mark E. Felger
Jerrold N. Poslusny, Jr.
Cozen O'Connor
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
Telephone: 856-910-5000
Facsimile: 856-910-5075

Attorneys for the Debtors

EXHIBIT D1

CLASS 5 – PMSI CLAIMS

Class 5 Voting Amount

[Claimant Name]
[Claimant Address]
[City, State Zip Code]
[Country]

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et	:	FOR THE DISTRICT OF NEW JERSEY
al.,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

**BALLOT FOR ACCEPTING OR REJECTING
THE PLAN OF REORGANIZATION FOR THE DEBTORS**

CLASS 5: PMSI CLAIMS

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS <u>JUNE 27, 2008 AT 4:00 P.M. (ET)</u>. YOUR BALLOT MUST BE <u>ACTUALLY RECEIVED</u> BY THIS DEADLINE IN ORDER TO BE COUNTED

This Ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the "Plan") submitted by the above-captioned debtors and debtors in possession (the "Debtors") and described in the related disclosure statement approved by order of the United States Bankruptcy Court for the District of New Jersey (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Voting Agent by visiting www.epiqsystems.com or by contacting Epiq Bankruptcy Solutions, LLC ("Epiq") (i) by first class mail addressed to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017; or (iii) by telephoning (646) 282-2500.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) under title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and

equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 5 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Epiq at the address above on or before June 27, 2008 at 4:00 p.m. and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF PLAN

The undersigned, the holder of a Class 5 claim against the Debtors, in the unpaid amount of

\$ _____

(Check one box only)

[☐] ACCEPTS THE PLAN

[☐] REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE **JUNE 27, 2008** TO:

Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5112 New York, New York 10150-5112	Shapes/Arch Holdings, LLC c/o Epiq Bankruptcy Solutions, LLC 757 Third Street, Third Floor New York, NY 10017
If by First Class Mail	If by hand delivery or overnight mail

EXHIBIT D2

CLASS 6- SHIPPERS AND WAREHOUSEMEN CLAIMS

Class 6 Voting Amount

[Claimant Name]
[Claimant Address]
[City, State Zip Code]
[Country]

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et	:	FOR THE DISTRICT OF NEW JERSEY
al.,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

**BALLOT FOR ACCEPTING OR REJECTING
THE PLAN OF REORGANIZATION FOR THE DEBTORS**

CLASS 6: SHIPPERS AND WAREHOUSEMEN CLAIMS

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS <u>JUNE 27, 2008 AT 4:00 P.M. (ET)</u>. YOUR BALLOT MUST BE <u>ACTUALLY RECEIVED</u> BY THIS DEADLINE IN ORDER TO BE COUNTED

This Ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the "Plan") submitted by the above-captioned debtors and debtors in possession (the "Debtors") and described in the related disclosure statement approved by order of the United States Bankruptcy Court for the District of New Jersey (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Voting Agent by visiting www.epiqsystems.com or by contacting Epiq Bankruptcy Solutions, LLC ("Epiq") (i) by first class mail addressed to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017; or (iii) by telephoning (646) 282-2500.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) under title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and

equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 6 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Epiq at the address above on or before June 27, 2008 at 4:00 p.m. and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF PLAN

The undersigned, the holder of a Class 6 claim against the Debtors, in the unpaid amount of

\$ _____

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE JUNE 27, 2008 TO:

Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5112 New York, New York 10150-5112	Shapes/Arch Holdings, LLC c/o Epiq Bankruptcy Solutions, LLC 757 Third Street, Third Floor New York, NY 10017
If by First Class Mail	If by hand delivery or overnight mail

EXHIBIT D3

CLASS 7 – COLLATERALIZED INSURANCE PROGRAM CLAIMS

Class 7 Voting Amount

[Claimant Name]
[Claimant Address]
[City, State Zip Code]
[Country]

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et	:	FOR THE DISTRICT OF NEW JERSEY
<u>al.</u> ,	:	CHAPTER 11
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

**BALLOT FOR ACCEPTING OR REJECTING
THE PLAN OF REORGANIZATION FOR THE DEBTORS**

CLASS 7: COLLATERALIZED INSURANCE PROGRAM CLAIMS

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS <u>JUNE 27, 2008 AT 4:00 P.M. (ET)</u>. YOUR BALLOT MUST BE <u>ACTUALLY RECEIVED</u> BY THIS DEADLINE IN ORDER TO BE COUNTED

This Ballot (the "Ballot") is submitted to you to solicit your vote to accept or reject the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the "Plan") submitted by the above-captioned debtors and debtors in possession (the "Debtors") and described in the related disclosure statement approved by order of the United States Bankruptcy Court for the District of New Jersey (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Voting Agent by visiting www.epiqsystems.com or by contacting Epiq Bankruptcy Solutions, LLC ("Epiq") (i) by first class mail addressed to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017; or (iii) by telephoning (646) 282-2500.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) under title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and

equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 7 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Epiq at the address above on or before June 27, 2008 at 4:00 p.m. and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF PLAN

The undersigned, the holder of a Class 7 claim against the Debtors, in the unpaid amount of

\$ _____

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE JUNE 27, 2008 TO:

Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5112 New York, New York 10150-5112	Shapes/Arch Holdings, LLC c/o Epiq Bankruptcy Solutions, LLC 757 Third Street, Third Floor New York, NY 10017
If by First Class Mail	If by hand delivery or overnight mail

EXHIBIT D4

CLASS 9 – ENVIRONMENTAL CLAIMS

Class 9 Voting Amount

[Claimant Name]
[Claimant Address]
[City, State Zip Code]
[Country]

<p>In re: SHAPES/ARCH HOLDINGS L.L.C., <u>et</u> <u>al.</u>, Debtors.</p>	<p>: : : : : : : :</p>	<p>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY CHAPTER 11 CASE NO. 08-14631 (GMB)</p>
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**BALLOT FOR ACCEPTING OR REJECTING
THE PLAN OF REORGANIZATION FOR THE DEBTORS**

CLASS 9 – ENVIRONMENTAL CLAIMS

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS JUNE 27, 2008 AT 4:00 P.M. (ET). YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THIS DEADLINE IN ORDER TO BE COUNTED

This Ballot (the “Ballot”) is submitted to you to solicit your vote to accept or reject the Debtors’ Second Amended Joint Chapter 11 Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the “Plan”) submitted by the above-captioned debtors and debtors in possession (the “Debtors”) and described in the related disclosure statement approved by order of the United States Bankruptcy Court for the District of New Jersey (the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Voting Agent by visiting www.epiqsystems.com or by contacting Epiq Bankruptcy Solutions, LLC (“Epiq”) (i) by first class mail addressed to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017; or (iii) by telephoning (646) 282-2500.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) under title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and

equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 9 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Epiq at the address above on or before June 27, 2008 at 4:00 p.m. and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF PLAN

The undersigned, the holder of a Class 9 claim against the Debtors, in the unpaid amount of

\$ _____

(Check one box only)

[☐] ACCEPTS THE PLAN

[☐] REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE JUNE 27, 2008 TO:

Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5112 New York, New York 10150-5112	Shapes/Arch Holdings, LLC c/o Epiq Bankruptcy Solutions, LLC 757 Third Street, Third Floor New York, NY 10017
If by First Class Mail	If by hand delivery or overnight mail

EXHIBIT D5

CLASS 10 – GENERAL UNSECURED CLAIMS

Class 10 Voting Amount

[Claimant Name]
[Claimant Address]
[City, State Zip Code]
[Country]

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et	:	FOR THE DISTRICT OF NEW JERSEY
al.,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

**BALLOT FOR ACCEPTING OR REJECTING
THE PLAN OF REORGANIZATION FOR THE DEBTORS**

CLASS 10 – GENERAL UNSECURED CLAIMS

<p>THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS <u>JUNE 27, 2008 AT 4:00 P.M. (ET)</u>. YOUR BALLOT MUST BE <u>ACTUALLY RECEIVED</u> BY THIS DEADLINE IN ORDER TO BE COUNTED</p>
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This Ballot (the “Ballot”) is submitted to you to solicit your vote to accept or reject the Debtors’ Second Amended Joint Chapter 11 Plan of Reorganization (including all exhibits thereto and as the same may be further amended, modified or supplemented from time to time, the “Plan”) submitted by the above-captioned debtors and debtors in possession (the “Debtors”) and described in the related disclosure statement approved by order of the United States Bankruptcy Court for the District of New Jersey (the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Voting Agent by visiting www.epiqsystems.com or by contacting Epiq Bankruptcy Solutions, LLC (“Epiq”) (i) by first class mail addressed to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017; or (iii) by telephoning (646) 282-2500.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) under title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and

equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 10 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Epiq at the address above on or before June 27, 2008 at 4:00 p.m. and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF PLAN

The undersigned, the holder of a Class 10 claim against the Debtors, in the unpaid amount of

\$ _____

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT ON OR BEFORE JUNE 27, 2008 TO:

Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5112 New York, New York 10150-5112	Shapes/Arch Holdings, LLC c/o Epiq Bankruptcy Solutions, LLC 757 Third Street, Third Floor New York, NY 10017
If by First Class Mail	If by hand delivery or overnight mail

EXHIBIT E

PUBLICATION NOTICE

Please take notice that on May 23, 2008, the Bankruptcy Court for the District of New Jersey (the "Court") has entered an Order (the "Solicitation Order") in the Chapter 11 bankruptcy cases of Shapes/Arch Holdings L.L.C., Shapes L.L.C., Delair L.L.C., Accu-Weld L.L.C. and Ultra L.L.C. (collectively, the "Debtors") Case No. 08-14631 (Jointly Administered), approving the Joint Disclosure Statement for the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (as may be amended, the "Disclosure Statement") in support of Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (as may be amended, the "Plan"). All capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Plan or the Solicitation Order.

The Solicitation Order established June 27, 2008, at 4:00 p.m. (Eastern Time) as the deadline for voting to accept or reject the Plan unless such time is extended. Objections to the Plan must comply with the Solicitation Order and be filed by June 30, 2008, at 4:00 p.m. (Eastern Time). The Confirmation Hearing will be held on July 8, 2008 at 10:00 a.m. (Eastern Time), convened at the United States Bankruptcy Court for the District of New Jersey, 400 Cooper Street, Fourth Floor, Camden, NJ 08101.

Any party in interest wishing to obtain copies of the Disclosure Statement, the Plan, the Solicitation Order or other information about the solicitation procedures may request such information by visiting www.epiqsystems.com or by contacting the Voting Agent by: (i) first class mail addressed to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, FDR Station, P.O. Box 5112, New York, New York 10150-5112; (ii) personal delivery or overnight courier to Shapes/Arch Holdings, LLC, c/o Epiq Bankruptcy Solutions, LLC, 757 Third Avenue, 3rd Floor, New York, NY 10017; or (iii) telephone: (646) 282-2500.